

Christopher R. Belmonte
Abigail Snow
Pamela Bosswick
SATTERLEE STEPHENS LLP
230 Park Ave., 11th Floor
New York, New York 10169
(212) 818-9200

Attorneys for International Business Machines Corporation

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

SEARS HOLDING CORPORATION, *et al.*,

Debtors.

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

NOTICE OF PARTIAL WITHDRAWAL

PLEASE TAKE NOTICE that *International Business Machines Corporation's* *Objection to Cure Amounts for Contracts Identified for Potential Assumption and Assignment*, dated January 25, 2019 [Docket No. 1917], and *International Business Machines Corporation's* *Objection and Reservation of Rights to Second Supplemental Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases*, dated February 11, 2019 [Docket No. 2548] (together, the "Objections") are hereby withdrawn only to the extent that the Objections relate to (i) pre-petition amounts for all IBM Agreements or Contracts, and (ii) to post-petition claims only with respect to the ICA Attachment for zSeries Workload License Charges-Pre-ILM, dated February 12, 2002 between Kmart Corp. and IBM ("Attachment for zSeries"), and the Amended and Restated Sears Holdings and IBM Customer Agreement, dated September 28, 2012, only to the extent that it relates to the Attachment for

zSeries. IBM reserves and retains the Objections with respect to any post-petition claims related to any other contracts or agreements.

Dated: New York, New York
April 1, 2019

SATTERLEE STEPHENS LLP
Counsel for International Business Machines Corporation

By /s/ Christopher R. Belmonte
Christopher R. Belmonte
Abigail Snow
Pamela Bosswick
230 Park Avenue, 11th Floor
New York, New York 10169
(212) 818-9200
cbelmonte@ssbb.com
asnow@ssbb.com
pbosswick@ssbb.com

CERTIFICATION OF SERVICE

I hereby certify that on April 1, 2019, I caused a true and correct copy of the foregoing *Notice of Partial Withdrawal* to be served on the Objection Recipients, as identified in the *Order Approving Global Bidding Procedures and Granting Related Relief* (ECF No. 816) and set forth on the attached service list, to the email addresses set forth for each person on in the *Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction* (ECF No. 1731) or on the Master Service List as of 3/18/2019, obtained from website maintained for the Debtors' bankruptcy cases by Prime Clerk.

Dated: April 1, 2019
New York, New York

/s/ Christopher R. Belmonte
Christopher R. Belmonte

SERVICE LIST

A. The Bid Notice Parties:

i. The Debtors

Rob Riecker (rob.riecker@searshc.com)
Luke Valentino (luke.valentino@searshc.com)
Mohsin Meghji (mmeghji@miiipartners.com));

ii. Counsel to the Debtors, Weil, Gotshal & Manges LLP

Ray C. Schrock, P.C. (ray.schrock@weil.com)
Jacqueline Marcus, Esq. (jacqueline.marcus@weil.com)
Garrett A. Fail, Esq. (garrett.fail@weil.com)
Sunny Singh, Esq. (sunny.singh@weil.com));

iii. The Debtors' Investment Banker, Lazard Frères & Co

Brandon Aebersold and Levi Quaintance (project.blue.rx@lazard.com);

B. The Consultation Parties:

i. Counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP;
and Berkeley Research Group, LLC;

Paul Leake, Esq. (Paul.Leake@skadden.com)
Shana Elberg, Esq. (Shana.Elberg@skadden.com)
George R. Howard, Esq. (George.Howard@skadden.com)

ii. Counsel to Wells Fargo Bank, National Association, Choate, Hall & Stewart LLP

Kevin J. Simard, Esq. (ksimard@choate.com)
Jonathan D. Marshall, Esq. (jmarshall@choate.com)

iii. Counsel to the Official Committee of Unsecured Creditors, Akin Gump Strauss
Hauer & Feld LLP

Ira S. Dizengoff, Esq. (idizengoff@akingump.com)
Philip C. Dublin, Esq. (pdublin@akingump.com)
Abid Qureshi, Esq. (aqureshi@akingump.com)
Sara L. Brauner, Esq. (sbrauner@akingump.com)

C. Counsel to the Successful Bidder, Cleary Gottlieb Steen & Hamilton LLP

Sean A. O'Neal, Esq. (soneal@cgsh.com)
Benet J. O'Reilly, Esq. (boreilly@cgsh.com)
Christopher E. Austin, Esq. (caustin@cgsh.com)
James L. Bromley, Esq. (jbromley@cgsh.com)
Andrew Weaver, Esq. (aweaver@cgsh.com)
Rahul Mukhi, Esq. (rmukhi@cgsh.com)
Jennifer Kennedy Park, Esq. (jkpark@cgsh.com)